EXHIBIT UBER-11

ENTITY FORMATION DOCUMENTS OF ODIN WAVE, LLC

- 1. Limited Liability Company Articles of Organization Amendment
- 2. Operating Agreement
- 3. IRS Form SS-4, Application for EIN
- 4. Membership Certificates
- 5. Miscellaneous
 - A. Notice of Transaction Pursuant to Corporation Code Section 25102(f)
 - B. Statement of Information
 - C. Statement of Organizer
- 6. Correspondence

(28493) #474403.1



State of California Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF AMENDMENT

ENDORSED - FILED in the office of the Secretary of State of the State of California

AUG 1 6 2012

A \$30.00 filing fee must accompany this form.

	IMPORTANT - Read instructions b	efore completing this form.	This Space	For Filing Use Only
¥.	SECRETARY OF STATE FILE NUMBER	2. NAME OF LIMITED LIABILITY		and the second s
	201222210221	Oden Wave, LLC		
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	A. LIMITED LIABILITY COMPANY NAM ASSERVIATIONS "LLC" OR "L.L.C.")	ME (END THE NAME WITH THE WORDS "LIMI	TED LIABILITY COMPANY," "LT	D. LIABILITY CO., OR THE
	Odin Wave, LLC		***************************************	
	B. THE LIMITED LIABILITY COMPANY	WILL BE MANAGED BY (CHECK ONE)	:	
	ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMP	ANY MEMBER(S)		
	C. AMENDMENT TO TEXT OF THE AR	TICLES OF ORGANIZATION:		
	A PART OF THIS CERTIFICATE.	D IN THIS CERTIFICATE MAY BE SET P OTHER MATTERS MAY INCLUDE A C LVE OR ANY CHANGE IN THE EVENTS	HANGE IN THE LATEST !	DATE ON WHICH THE LIMITED
4.	FUTURE EFFECTIVE DATE, IF ANY:	MONTH	DAY	YEAR
5.	NUMBER OF PAGES ATTACHED, IF ANY	;		
6.	IT IS HEREBY DECLARED THAT I AM THI	PERSON WHO EXECUTED THIS INSTI	RUMENT, WHICH EXECUTI	ON IS MY ACT AND DEED.
	Spran Hojaninski		August Ile, 20	12
	SIGNATURE OF AUTHORIZED PERSON		DATE	
	Ognen Stojanovski, Manager			
	TYPE OR PRINT NAME AND TITLE OF AUTHOR	ZED PERSON .		
7.	RETURN TO:		**************	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~
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			7	
	NAME John F. Gardner		ì	
	FIRM Fitzgerald, Abbott & Bean	•	7	
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Case: 20-03050 Doc# 255-3 Filed: 04/05/21 Entered: 04/05/21 20:26:06 Page 3

of 30

SEC/STATE FORM LLC-2 (Rev. 03/2005) - FILING FEE \$30.00

APPROVED BY SECRETARY OF STATE

I hereby certify that the foregoing transcript of page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 24 2012 6

Date:

DEBRA BOWEN, Secretary of State

LLC-1

201222210221



State of California Secretary of State

Limited Liability Company Articles of Organization

File #

ENDORSED - FILED in the office of the Secretary of State of the State of California

AUG 09 2012

APPROVED BY SECRETARY OF STATE

A \$70.00 filling fee must accompany this form. Important - Read instructions before completing this form. This Space For Filing Use Only Entity Name (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Lid." and "Co.," respectively) NAME OF LIMITED LIABILITY COMPANY Oden Wave, LLC Purpose (The following statement is required by statute and should not be altered.) 2 THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE DRIGAMIZED UNDER THE SEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT. Initial Agent for Service of Process (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section. 1505 and item 3 must be completed (leave Item 4 blank). 3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS John F. Gardner 4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA ZIP CODE Oakland CA 1221 Broadway, 21st Floor 94612 Management (Check only one) THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S) Additional Information ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE 7 I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MYACKAND DEED 8/8/12 DATE SIGNATURE OF REGAMPER John-F. Gardner TYPE OR PRINT NAME OF ORGANIZER

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LLC-1 (REV 04/2010)



State of California Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF AMENDMENT

A \$30.00 filing fee must accompany this form.

	IMPORTANT – Read Instructions be	fore completing this form.	This Space F	or Filing Use Only
٦,	SECRETARY OF STATE FILE NUMBER	2 NAME OF LIMITED LIABILITY (COMPANY	
	201222210221	Oden Wave, LLC		
3.	COMPLETE ONLY THE SECTIONS WHERE	INFORMATION IS BEING CHANGED.	ADDITIONAL PAGES MAY	BE ATTACHED IF
	NECESSARY.			
	A. LIMITED LIABILITY COMPANY NAME ASSERVATIONS "LC" OR "L.C.")	E (END THE NAME WITH THE WORDS 'LIMI'	TEO LIABILITY COMPANY," "LTO	LIABILITY CO." OR THE
	Odin Wave, LLC			
	B. THE LIMITED LIABILITY COMPANY V	VILL BE MANAGED BY (CHECK ONE):		
	ONE MANAGER MORE THAN ONE MANAGER			
	ALL LIMITED LIABILITY COMPA	NY MEMBER(S)		
	C. AMENDMENT TO TEXT OF THE ARTI	CLES OF ORGANIZATION:		
	A PART OF THIS CERTIFICATE. O	IN THIS CERTIFICATE MAY BE SET F ITHER MATTERS MAY INCLUDE A C IE OR ANY CHANGE IN THE EVENTS	HANGE IN THE LATEST D	ATE ON WHICH THE LIMITED
4.	FUTURE EFFECTIVE DATE, IF ANY:		······································	
		MONTH	DAY	YEAR
S.,	NUMBER OF PAGES ATTACHED, IF ANY:			
8.	IT IS HEREBY DECLARED THAT I AM THE	PERSON WHO EXECUTED THIS INSTI	RUMENT, WHICH EXECUTION	N IS MY ACT AND DEED.
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	SIGNATURE OF AUTHORIZED PERSON	***************************************	August , 201	Z
	Ognen Stolanovski, Manager		υ/νι σ	•
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SEC/STATE FORM (LC-2 (Rev. 00/2005) - FILING FEE \$30.00

John F. Gardner

CITY/STATE Cakland, CA 94612

FIRM

ZIP CODE

Fitzgerald, Abbott & Beardsley, LLP

1221 Broadway, 21st Floor

APPROVED BY SECRETARY OF STATE

OPERATING AGREEMENT OF ODIN WAVE, LLC

THIS OPERATING AGREEMENT (this "Agreement") dated as of August 21, 2012, is declared to be the Operating Agreement of Odin Wave, LLC (the "Company") by Sandstone Group, LLC, a California limited liability company, its sole member (the "Sole Member").

RECITALS

A limited liability company with the name "Odin Wave, LLC" having been formed under the Beverly-Killea Limited Liability Company Act (the "Act") by the filing of Articles of Organization (as amended from time to time, the "Articles of Organization") with the California Secretary of State on August 9, 2012, the Sole Member now desires to declare this to be the Operating Agreement of the Company in respect of the affairs of the Company and the conduct of its business.

Accordingly, the Sole Member declares the following to be the Operating Agreement of the Company:

- 1. <u>Formation</u>. The Company has been formed as a limited liability company pursuant to the provisions of the Act by the filing of the Articles of Organization with the Secretary of State of the State of California.
 - 2. Name. The name of the Company is "Odin Wave, LLC".
- 3. <u>Purpose</u>. The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Act.
- 4. Principal Place of Business. The location of the Company's principal place of business is at 2201 Dwight Way, Berkeley, California 94704. The Company may locate its places of business and registered office at such place or places within the State of California as the Sole Member or Manager (as defined below) may, from time to time, deem advisable.
- 5. <u>Registered Office</u>. The registered office of the Company in the State of California is at 2201 Dwight Way, Berkeley, California 94704. The Company may change its registered agent from time to time as the Sole Member or Manager deems advisable.
- 6. Registered Agent. The name and address of the registered agent of the Company for service of process on the Company in the State of California is John F. Gardner, 1221 Broadway, 21st Floor, Oakland, California 94612. The Company may change its registered agent from time to time as the Sole Member or Manager deems advisable.

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- 7. <u>Term.</u> The term of the Company commenced on the date of filing of the Articles of Organization with the Secretary of State of the State of California and ends on January 1, 2060, unless the Company is earlier dissolved in accordance with either the provisions of this Operating Agreement or the Act.
- 8. <u>Member</u>. The name and the address of the Sole Member is set forth on Schedule A, attached hereto and incorporated herein by reference.
- 9. Management. The business of the Company shall be managed by a manager (the "Manager") appointed by the Sole Member, or a successor Manager appointed by the Sole Member, in its sole discretion. The Manager shall serve until the earlier of: (i) the Manager's resignation, retirement, death or disability; or (ii) the Manager's removal by the Sole Member. A new Manager shall be appointed by the Sole Member upon the occurrence of any of the foregoing events. Except as otherwise set forth in this Operating Agreement, all decisions concerning the management of the Company's business shall be made by the Manager. The Sole Member hereby ratifies the appointment of Ognen Stojanovski as the initial Manager, to serve until such time as provided in this Section.
- 10. Officers. The Sole Member, in its discretion, may elect, replace or remove, at any time or from time to time, any officer or officers it deems advisable and appropriate.
- 11. <u>Dissolution</u>. The Company will be dissolved upon the occurrence of any of the following events: (i) when the period fixed for the duration of the Company expires; (ii) in the discretion of the Sole Member; or (iii) upon the death, insanity, bankruptcy, retirement, resignation or expulsion of the Sole Member. As soon as possible following the occurrence of any of the events listed above, affecting a dissolution of Company, Company shall file a Certificate of Dissolution with the California Secretary of State. Upon the filing of a Certificate of Dissolution, Company shall cease to carry on its business, except insofar as may be necessary for the winding up of its business. The Company's separate existence shall continue until a Certificate of Cancellation has been filed with the Secretary of State or until a decree dissolving Company has been entered by a court of competent jurisdiction.
- 12. <u>Liquidation</u>. Upon a dissolution pursuant to Section 11, the Company's business and assets will be liquidated in an orderly manner. The Sole Member may elect to be the liquidator to wind up the affairs of the Company pursuant to this Agreement. The Sole Member may approve one or more liquidators, which may be the Sole Member or the Manager, to carry out the liquidation. In performing its duties, the liquidator is authorized to sell, distribute, exchange or otherwise dispose of Company assets in accordance with the Act in any reasonable manner that the liquidator determines to be in the best interest of the Sole Member.
- 13. <u>Initial Capital Contributions: Percentage Interests</u>. The Sole Member will contribute cash and/or property to the Company in the amount set forth in Schedule A and shall have a 100% percentage interest (the "Percentage Interest") in the Company.
- 14. <u>Tax Matters</u>. The Company shall maintain a capital account for the Sole Member in accordance with Treasury Regulation Section 1.704 1(b)(2)(iv). The Company's net income

3

and net losses shall be allocated in accordance with the Sole Member's Percentage Interest. Sandstone Group, LLC will act as the "tax matters partner" of the Company within the meaning of Section 6231(a)(7) of the Code.

- 15. <u>Distributions</u>. Distributions to the Sole Member may be at the times and in the amounts determined by the Manager.
- 16. <u>Admission of Additional or Substitute Member</u>. No additional or substitute Members may be admitted to the Company without the written approval of the Sole Member.
- 17. <u>Liability of the Sole Member</u>. The Sole Member does not have any liability for the obligations or liabilities of the Company, except to the extent, if any, expressly provided in the Act. The Company shall, to the fullest extent permitted by applicable law, indemnify and hold harmless the Sole Member against any obligations or liabilities of the Company which may be imposed upon (or which any person may seek to impose upon) such Sole Member (including the cost of defending against such a claim) in contravention of this Section 17.
 - 18. Exculpation and Indemnification of the Sole Member and Manager.
- (a) The Sole Member and the Manager (each, an "Indemnified Person") shall not be liable to the Company for any loss, claim, damage or liability arising from, related to, or in connection with, this Agreement or the Company's business or affairs, except for any loss, claim, damage or liability determined by final judgment of a court of competent jurisdiction to have resulted from such Indemnified Person's gross negligence or wilful misconduct.
- (b) The Company shall, to the fullest extent permitted by applicable law, indemnify and hold harmless the Indemnified Person against any losses, claims, damages or liabilities to which such Indemnified Person may become subject in connection with any matter arising from, related to, or in connection with, this Agreement or the Company's business or affairs, except for such losses, claims, damages or liabilities as are determined by final judgment of a court of competent jurisdiction to have resulted from such Indemnified Person's gross negligence or willful misconduct.
- (c) Notwithstanding anything else contained in this Agreement, the indemnity obligations of the Company under paragraph (b) above:
 - (i) are in addition to any liability that the Company may otherwise have;
- (ii) are binding upon and inure to the benefit of any successors, assigns, heirs and personal representatives of the Indemnified Person and any such persons; and
 - (iii) are limited to the assets of the Company.

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05. Sandstone\ES027\ES027A\Sandstone Group, LLC\Odin Wave, LLC\Taxes\

- 19. <u>Amendments</u>. This Agreement may be amended only by written instrument executed by the Sole Member.
- 20. Notices. All notices, requests and other communications to the Sole Member hereunder must be in writing (including a facsimile or similar writing) and must be given to the Sole Member at its address set forth on Schedule A or at such other address as the Sole Member may specify. Each such notice, request or other communication is effective (i) if given by facsimile, at the time such facsimile is transmitted and the appropriate confirmation is received (or, if such time is not during a business day in the recipient's locale, at the beginning of the next such business day), (ii) if given by mail, three business days (or, if to an address outside the United States seven (7) calendar days) after such communication is deposited in the mails with first class postage prepaid, addressed as aforesaid, or (iii) if given by any other means, when delivered at the address specified pursuant to this Section 20.
- 21. <u>Headings</u>. The titles of Sections of this Agreement are for convenience only and are not to be interpreted to limit or amplify the provisions of this Agreement.
- 22. <u>Severability</u>. Each provision of this Agreement is to be considered separable and if for any reason any provision or provisions hereof are determined to be invalid and contrary to any existing or future law, such invalidity does not impair the operation of or affect those portions of this Agreement which are valid.
- 23. Benefits of Agreement. None of the provisions of this Agreement are for the benefit of or enforceable by any creditor of the Company or by any creditor of the Sole Member; provided, however, that Section 18 benefits Indemnified Persons.
- 24. <u>GOVERNING LAW</u>. THIS AGREEMENT, AND THE INTERPRETATION THEREOF, IS GOVERNED BY AND CONSTRUED UNDER THE LAWS OF THE STATE OF CALIFORNIA.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Agreement as of the date first above written.

SOLE MEMBER

Sandstone Group, LLC,

a California limited liability company

By: Ognen Stojanovski, Manager

05. Sandstone\ES027\ES027A\Sandstone Group, LLC\Odin Wave, LLC\Taxes\

SCHEDULE A

Sole Member

Initial Capital Contribution

Percentage Interest

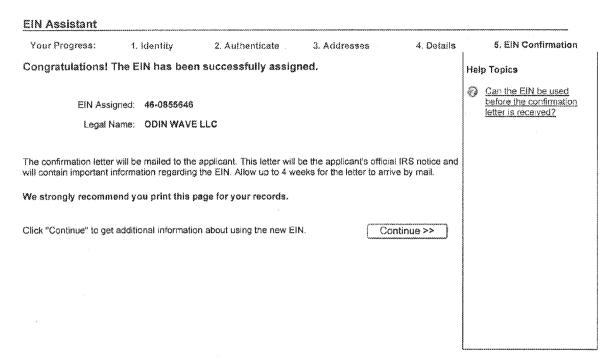
Sandstone Group, LLC 2201 Dwight Way Berkeley, California 94704 100%

(17737) #473697.1

EIN Individual Request - Online Application

Page 1 of 1





https://sal.www4.irs.gov/modiein/individual/confirmation.jsp

8/24/2012

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# CERTIFICATE LEDGER

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Entered: 04/05/21 20:26:06 Page 14 Case: 20-03050 Doc# 255-3 Filed: 04/05/21 of 30

05. Sandstone\ES027\ES027A\Sandstone Group, LLC\Odin Wave, LLC\Taxes\

### DEPARTMENT OF CORPORATIONS

#### CALIFORNIA'S INVESTMENT & FINANCING AUTHORITY - ESTABLISHED 1913 COMMISSIONER OF CORPORATIONS STATE OF CALIFORNIA

Notice of Transaction Pursuant to Corporations Code Section 25102(f) (Electronic Version)

DATE:

11/02/2012

#### ISSUER INFORMATION

Name:

Odin Wave, LLC Ognen Stojanovski

Contact: Address:

2201 Dwight Way, Berkeley, CA 94704, USA

Mailing Address: 2201 Dwight Way, Berkeley, CA 94704, USA

Telephone:

(415) 745-2636

Fax:

Place and type of Organization: California, Limited Liability Company

#### ISSUER'S REPRESENTATIVE INFORMATION

Name:

Fitzgerald Abbott & Beardsley, LLP

Contact:

Annalisa Horecka

Address:

1221 Broadway, 21st Floor, Oakland, CA 94612, USA

Mailing Address: 1221 Broadway, 21st Floor, Oakland, CA 94612, USA

Telephone:

(510) 451-3300

Fax:

(510) 451-1527

#### TRANSACTION DETAILS

Date of first sale: 11/01/2012

Securities Offered or Sold in Transaction:

Other

Details or Description of Securities Sold:

Membership Interest

Type of filing and/or exemption under Securities Act of 1933:

None

Filing under Rule 260.103: No

#### VALUE OF TRANSACTION

	California	Total Offering
Money: Other Consideration:	\$100.00 \$0.00	\$100.00 \$0.00
	1111144	
TOTAL;	\$100.00	\$100.00

NOTICE FILING FEE:

\$25.00

#### TO THE CALIFORNIA CORPORATIONS COMMISSIONER:

Odin Wave, LLC, a/an Limited Liability Company organized under the laws of California, do/does hereby irrevocably appoint the California Corporations Commissioner of the State of California, or the Commissioner's successor in office, to be its attorney to receive service of any lawful process in any noncriminal suit, action or proceeding against it, or its successor, executor, or administrator which arises under the California Corporate Securities Law of 1968 or any rule or order thereunder after this consent has been filed, with the same force and validity as if served personally on Odin Wave, LLC.

For the purpose of compliance with the Corporations Code of the State of California, notice of the service and a copy of the process should be sent by registered or certified mail to Odin Wave, LLC at the following address:

Name:

Odin Wave, LLC

Attention:

Ognen Stojanovski

Address:

2201 Dwight Way Berkeley CA 94704, USA

Telephone:

(415) 745-2636

I REPRESENT THAT I am submitting this limited offering exemption notice filing and appointment of California Corporations Commissioner as process agent on behalf of, and with the authority of, Odin Wave, LLC, and that all representations made herein are current, true, and complete. I further represent that I have authority to irrevocably appoint the California Corporations Commissioner of the State of California as the agent of Odin Wave, LLC to receive service of process.

Submitted by:

Individual:

Annalisa Horecka

Organization:

Fitzgerald Abbott & Beardsley, LLP

Address:

1224 Broadway, 21st Floor, Oakland, CA 94612, USA

Telephone:

((500) A51-3300

Signature:

Name and Title:

11-2-12

Date:

The issuer, or the issuer's representative (see Rule 260.102.14), shall sign and date the form and maintain the signed form in its books and records for five years as required by Rule 260.102.14 (10 C.C.R. Section 260.102.14).

(Department of Corporations Use Only) Fee paid \$	DEPARTMENT OF C	CORPORATIONS	FILE NO., if any:
Receipt No.	Insert File number(s) if any.	of Previous Filings	Before the Department,
Fee: \$25.00 \$35.00 \$50.00 \$150.00 \$3 (Circle the appropriate amount of fee. See C		608(c))	
COM	AMISSIONER OF CORPOR STATE OF CALIFORNI		
NOTICE OF TRANSACTION PURSUANT A. Check one: Transaction under (X) Section			102(f)
ELECTRONIC FILING REQUIREMEN This notice must be filed electronically the Corporations on www.corp.ca.gov, unless below.	rough the Internet process:	made available b	
1. Name of Issuer:		,	
Odin Wave, LLC			
2. Address of Issuer:			
2201 Dwight Way, Berkeley, California	94704		
Street City	State	Zip	
Mailing Address:			
2201 Dwight Way, Berkeley, California 947	04	***************************************	
Street City	State	Zip	
3. Area Code and Telephone Number:			
4. Issuer's state (or other jurisdiction) of inc	corporation or organization:		
California			
5. Title of class or classes of securities sold	in transaction:		
Membership Interests			
6. The value of the securities sold or proposed to the second of the securities and or proposed to the securities and or proposed to the securities are securities. 6. The value of the securities sold or proposed to the securities are securities.			
	California		Total Offering
(a)(i) in money (ii) in consideration other	\$		\$
than money	\$ \$		\$
(iii) total of (i) and (ii)	\$		\$
(b) ( ) Change in rights, preference (See Rule 260.103.)	s, prívileges or restrictions o	f or on outstandin	g securities (\$25.00 fee.)
7. Type of filing under Securities Act of 19.	33, if applicable: N/A		

- 8. Hardship Exception for electronic filing. An issuer may file this paper notice in person or by mail only if either of the following exceptions apply. The issuer shall check applicable box and include the reason(s) and description(s) for the hardship exception in the space provided.
- Computer equipment including hardware and software is unavailable to the issuer without unreasonable burden or expense. If this is the case, describe below both of the following; the reason(s) that the computer equipment including hardware and software is unavailable without unreasonable burden or expense, and the description(s) of the unreasonable burden or expense.
- The issuer cannot obtain and provide information (including credit card or other identifying information) requested on the Department's electronic notice or through the Internet filing process. If this the case, describe below both of the following: the reason(s) that the issuer cannot obtain and provide the requested information on the electronic notice or through the Internet filing process without unreasonable burden or expense, and the description(s) of the unreasonable burden or expense to the issuer to make the electronic filing.

After checking the applicable hardship exception above, the issuer shall describe below the reason(s) and description(s) for that hardship exception. (If additional space is needed, attach a separate sheet to this notice.)

9. ( ) Check if issuer already has a consent to service of process on file with the Commissioner. (Instruction: Each issuer (other than a California Corporation) filing a notice under Section 25102(f) must file a consent to service of process (Form 260.165), unless it already has a consent to service on file with the Commissioner. If no consent to service of process is on file with the Commissioner, attach the consent to this notice.)

10.

Authorized Signature on behalf of issuer

Ognen Stojanovski, Manager

Print name and title of signatory

Date 4/5/2012

Name, Address and Phone number of contact person:

John F. Gardner

1221 Broadway, 21st Floor, Oakland, CA 94612

(510) 451-3300



# State of California Secretary of State

## STATEMENT OF INFORMATION

(Limited Liability Company)

Filing Fee \$20.00. If this is an amendment, see instructions.

IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. LIMITED LIABILITY COMPANY NAME

Odin Wave, LLC

with M		Inis Space F	or Filing Use Only
File Number and State or Place of Organization	·		
2. SECRETARY OF STATE FILE NUMBER 3 201222210221 6	. STATE OR PLACE OF ORGANIZA California	TION (If formed outsid	e of California)
No Change Statement			
4. If there have been any changes to the information contained in the is State, or no statement of information has been previously filed, this	form must be completed in its	entirety.	
If there has been no change in any of the information contained in     State, check the box and proceed to itam 15.	n the last Sistement of Informat	ion riled with the	California Secretary of
Complete Addresses for the Following (Do not abbreviate the name of the	······································	···	
5. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY	STATE	ZIP CODE
2201 Dwight Way	Berkeley, CA	***************************************	94704
6. MAILING ADDRESS OF LLC, IF DIFFERENT THAN ITEM 5	CITY	STATE	ZIP CODE
CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC CNLY)	cmy	STATE	ZIP CODE
2201 Dwight Way	Berkeley	CA	94704
Name and Complete Address of the Chief Executive Officer, if Any			
8. NAME ADDRESS	CITY	STATE	ZIP CODE
Name and Complete Address of Any Manager or Managers, or if it Address of Each Member (Attach additional pages, if necessary.)	None Have Been Appointed	or Elected, Pro	vide the Name and
9. NAME ADDRESS	CITY	STATE	ZIP CODE
Ognen Stojanovski 2201 Dwight Way	Berkeley, CA		94704
10. NAME ADDRESS	CITY	STATE	
197.39 1816		01512	ZIP CODE
11. NAME ADDRESS	CITY	STATE	ZIP CODE
	side in California and Item 13 must	STATE  be completed with	ZiP CODE 3 California address, a
11. NAME ADDRESS  Agent for Service of Process If the agent is an individual, the agent must res P.O. Box is not acceptable. If the agent is a corporation, the agent must have on	side in California and Item 13 must	STATE  be completed with	ZiP CODE 3 California address, a
ADDRESS  Agent for Service of Process If the agent is an individual, the agent must res P.O. Box is not acceptable. If the agent is a corporation, the agent must have on Corporations Code section 1505 and Item 13 must be left blank.  12. NAME OF AGENT FOR SERVICE OF PROCESS	side in Celifornia and item 13 must file with the California Secretary	STATE  be completed with	ZiP CODE 3 California address, a
11. NAME ADDRESS  Agent for Service of Process If the agent is an individual, the agent must res P.O. Box is not acceptable. If the agent is a corporation, the agent must have on Corporations Code section 1505 and Item 13 must be left blank.  12. NAME OF AGENT FOR SERVICE OF PROCESS John F. Gardner  13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN I	side in California and Item 13 must file with the California Sacretary (	STATE  be completed with of State a certifican	ZIP CODE  a California address, a pursuant to California  ZIP CODE
ADDRESS  Agent for Service of Process If the agent is an individual, the agent must res P.O. Box is not acceptable. If the agent is a corporation, the agent must have on Corporations Code section 1505 and item 13 must be left blank.  12. NAME OF AGENT FOR SERVICE OF PROCESS John F. Gardner  13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN I 1221 Broadway, 21st Floor	side in California and Item 13 must file with the California Sacretary (	STATE  be completed with of State a certifican	ZIP CODE  a California address, a pursuant to California  ZIP CODE
Agent for Service of Process. If the agent is an individual, the agent must res. P.O. Box is not acceptable. If the agent is a corporation, the agent must have on Corporations Code section 1505 and Item 13 must be left blank.  12. NAME OF AGENT FOR SERVICE OF PROCESS John F. Gardner  13. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN I 1221 Broadway, 21st Floor  Type of Business  14. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY	side in California and item 13 must file with the California Secretary in NONVIDUAL CITY Oakland  E AND CORRECT. Manager	STATE  be completed with of State a certificate  STATE  CA	ZIP CODE  a California address, a pursuant to California  ZIP CODE

#### STATEMENT OF ORGANIZER

OF

#### ODEN WAVE, LLC

The Articles of Organization of Oden Wave, LLC (the "Company") having been filed in the Office of the Secretary of State of the State of California on August 9, 2012, the undersigned, being the organizer named in the Articles, does hereby take the following action for the purpose of organizing the Company:

1. The following person is hereby appointed as the initial Manager of the Company, to hold office until the first annual meeting of members or until his successor is elected and qualified:

Ognen Stojanovski

IN WITNESS WHEREOF, the undersigned has executed this statement on August 15, 2012.

John F. Gardner,

Organizer

(17737) \$473144.1



#### FITZGERALD ABBOTT & BEARDSLEY LLP ATTORNEYS AT LAW

1221 Broadway, 21st Floor Cakland, CA 94612 repty to: P.O. Box 12867 Cakland, CA 94604-2867

tot 510.451.3300 fax 510.451.1527 www.fablaw.com

August 21, 2012

Odin Wave, LLC 2201 Dwight Way Berkeley, CA 94704 ATTN: Ognen Stojanovski, Manager

Re: Formation of Odin Wave, LLC.

Dear Ognen:

We are pleased to have completed the initial formation and organization of Odin Wave, LLC, and enclose the corporate documentation for your files. This letter is also to serve as a quick reference for the formation process and the conduct of Odin Wave, LLC's business affairs.

#### A. Formation and Organizational Documentation.

The following documents are required in connection with the formation, organization and capitalization of the company:

- 1. Articles of Organization. The Articles of Organization for Oden Wave LLC were filed with the Secretary of State on August 8, 2012. A Certificate of Amendment changing the name to Odin Wave, LLC was filed on August 17, 2012. We are enclosing original endorsed-filed copies of these two documents for your files.
- 2. Operating Agreement. The Operating Agreement governs the basic operation of the company. A draft Operating Agreement is enclosed for your review. Should it meet your approval, please return a signed copy for our files.
- 3. Federal Tax Identification Number (Form SS-4). As discussed, we will file for and obtain a Federal Tax Identification Number on your behalf.
- 4. Statement of Information (Form LLC-12). We will also file a Statement of Information on your behalf. This form must be filed in September every two years hereafter in order to keep the company in good standing. The Secretary of State will send you a blank form about four months before it is due every other year.

8/21/12 (88888) #473764.1

R.M. FITZGERALD 1858 - 1934 CARL H. ABBOTT 1867 - 1933 CHARLES A. BEARDSLEY 1862 - 1963

Odin Wave, LLC August 21, 2012 Page 2

#### B. Observance of Company Formalities.

You should be aware that a member who fails to observe certain formalities may become personally liable for company obligations because of the manner in which he or she deals with the company. This may occur when a member treats the company as his or her "alter ego" rather than as a separate entity. It is therefore critical that you observe at a minimum the following formalities:

- 1. Under no circumstances should any manager, officer, member, or employee of the company run the payment of any personal item through the books of the company. Company and personal funds must be strictly segregated at all times.
- 2. All contracts entered into by the company should clearly reflect that the company is a responsible contracting entity to avoid potential personal liability for the company's obligations. All signatories must clearly indicate that they are signing as representatives of the company. We recommend the following signature format:

Odin Wave, LLC, a California limited liability company

Ву:	
	Ognen Stojanovski,
	Manager

- 3. All letterheads, bills, invoices and other business forms used by the company should reflect its full and legal name as well as its current address and telephone number. The telephone numbers of the company should be listed under its name with the telephone company and all telephone and trade directories. Business cards should indicate both the company's name as well as the employee's name.
- 4. A complete new set of accounting books should be opened for the company, together with appropriate bank accounts.

#### C. Other Post-Formation Matters.

Although it is not intended to be exhaustive, the following checklist summarizes the legal requirements which will be required by the company after the initial formation and organization:

1. <u>Estimated Federal Income Tax</u>. The company will typically be required to pay estimated federal income tax in installments. You should consult with your accountant regarding such installments, their due dates, and required forms.

Odin Wave, LLC August 21, 2012 Page 3

- 2. <u>Estimated California Annual Fee (Income Tax)</u>. The company will be required to pay estimated California Annual Fees in installments if the company has a sufficient amount of income attributable to California (currently \$250,000). You should consult with your accountant regarding such installments, due dates, and the required forms.
- 3. <u>California Limited Liability Company Annual Tax</u>. California limited liability company Annual Tax is imposed in advance for the privilege of exercising the franchise in California for each taxable year. The Annual Tax is a flat amount of \$800 per year (currently). You should consult with your accountant regarding the Annual Tax, due dates, and the required forms.
- 4. <u>Income and Franchise Tax Returns</u>. Both federal and California income tax returns must be filed with the appropriate agencies, and your accountant is best suited to accommodate this requirement.
- 5. Personal Property Taxes. If the company owns personal property which cost \$30,000 or more, it must file a property statement with the County Assessor between April 1 and the last Friday in May.

#### 6. Payroll Withholding.

- a. <u>Federal</u>. The company will be required to withhold income tax and social security tax from taxable wages paid to any employees. Funds withheld must be deposited in certain depositories accompanied by a Federal Tax Deposit Form. An "Employer's Quarterly Federal Tax Return" must then be filed before the end of the month following each calendar quarter. Any officer or other person charged with the withholding of taxes may become personally liable for a 100% penalty if he fails to file the appropriate forms.
- b. <u>California</u>. The company will also be required to withhold California income tax from any employees' taxable wages. Within 15 days after becoming subject to the personal income tax withholding requirements, the employer must register with the Department of Employment Development. A booklet entitled "Employer's Tax Guide for the Withholding Payment and Reporting of California Income Tax" may be obtained from the EDD.
- 7. <u>Federal Unemployment Tax</u>. The "Unemployment Tax Return" must be filed and any balance due paid on or before January 31.
- 8. <u>California Unemployment Compensation Insurance</u>. The company must register with the California Department of Employment Development. Forms for returns are mailed automatically to all registered employers.
- 9. <u>Workers' Compensation</u>. All employers must either be insured against worker's compensation liability by an authorized insurer or obtain

Odin Wave, LLC August 21, 2012 Page 4

from the Director of Industrial Relations a Certificate of Consent to Self-Insure. The required insurance may be obtained through the nearest local office of the State Compensation Insurance Fund, or it may be placed with a licensed workers' compensation private carrier.

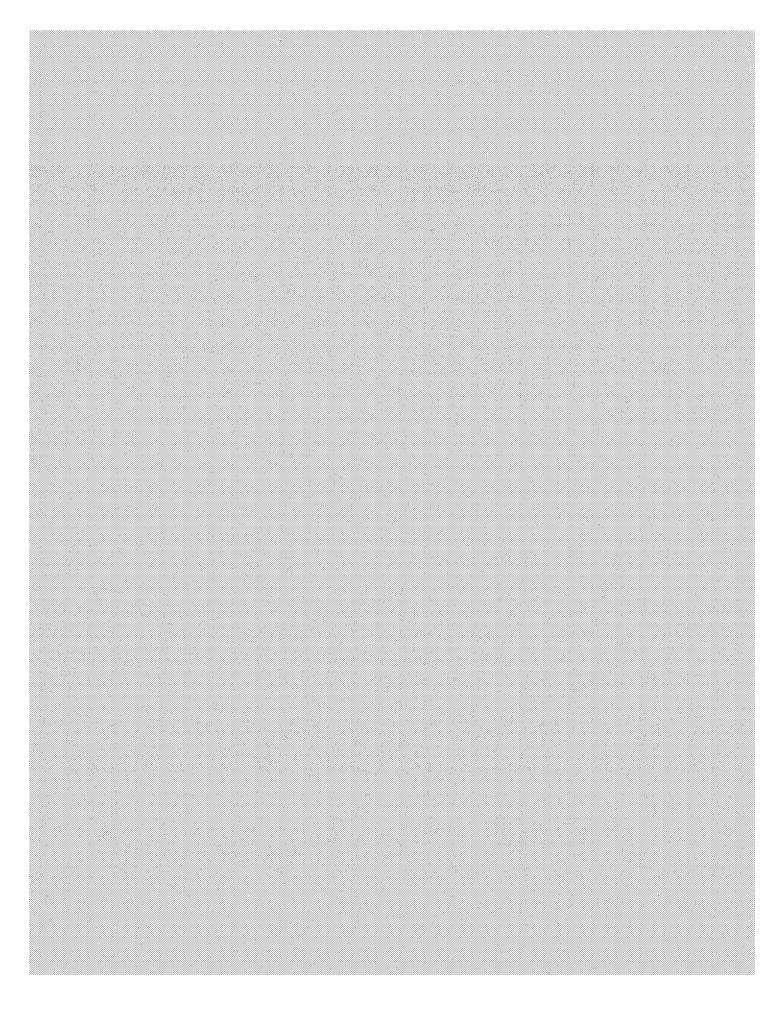
10. <u>Licenses and Permits</u>. The corporation may be required to obtain one or more licenses or permits in order to conduct its business. For example, the City of Berkeley may require a city business license, the County of Alameda may require further licenses, and there may be other licenses required in connection with the operation of the company.

The foregoing is a brief summary of some legal and accounting issues as they now exist. The laws and regulations applicable to limited liability companies change rapidly, and are more detailed than we have been able to cover in this letter. Thus, I suggest that you contact us whenever you have a particular question. If you should ever have any questions regarding the operation of the company, please do not hesitate to give me a call.

Sincerely,

John F/ Gardner

JFG:jag Enclosures CBM-SFSF531145





# FITZGERALD ABBOTT & BEARDSLEY LLP ATTORNEYS AT LAW

1221 Broadway, 21st Floor Oakland, CA 94612 reply to: P.O. Box 12867 Oakland, CA 94604-2867

tel 510.451.3300 fax 510.451.1527 www.fablaw.com

Annalisa M. Horecka ahorecka@fablaw.com

October 26, 2012

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Franchise Tax Board PO Box 942857 Sacramento, CA 94257-0631

SUBJECT:

Odin Wave, LLC

SOS #: 201223510310

ENCLOSURES:

FTB Form 3522, LLC Tax Voucher

Check #22987

REQUESTED

ACTION:

Please apply this payment to the above-referenced limited liability

company's account.

Very truly yours,

FITZGERALD ABBOTT & BEARDSLEY LLP

Annalisa M. Horecka

Paralegal

10/26/12 (28678) #481829.2

R.M. FITZGERALD 1858 - 1934 CARL H. ASBOTT 1867 - 1933 CHARLES A. BEARDSLEY 1882 - 1963

## Instructions for Form FTB 3522

LLC Tax Voucher

#### What's New

Limited liability companies (LLCs) can use MyFTB Account for Businesses to view estimated tax payments online. Go to fib.ca.gov and search for myftb account. LLCs can also make payments online using Web Pay for Businesses. The Franchise Tax Board (FTB) does not charge for this service. Go to ftb.ca.gov and search for web pay.

#### General Information

Use form FTB 3522, LLC Tax Voucher, to pay the annual LLC tax of \$800 for taxable year 2012. An LLC should use this voucher if any of the following apply:

- The LLC has articles of organization accepted by the California Secretary of State (SOS).
- The LLC has a certificate of registration issued by the SOS.
- The LLC is doing business in California.

You can download, view, and print California lax forms and publications at flb.ca.gov.

Access other state agencies' websites at ca.gov.

#### Who Must Pay the Annual LLC Tax

Every LLC that is doing business in California or that has articles of organization accepted or a certificate of registration issued by the SOS is subject to the \$800 annual tax. The tax must be paid for each taxable year until a certificate of cancellation of registration or of articles of organization is filled with the SOS. Get FTB Pub. 1038, Guide to Dissolve, Surrender, or Cancel a California Business Entity, for more information.

For taxable years beginning on or after January 1, 2003, an LLC as described in Internal Revenue Code Sections 501(c)(2) and 501(c)(25) and California Revenue and Taxation Code Sections 23701h and 23701x is exempt from the annual LLC tax.

#### When to Pay the Annual LLC Tax

The annual LLC tax is due and payable by the 15th day of the 4th month after the beginning of the LLC's taxable year (fiscal year) or April 17, 2012 (calendar year). Due to the Emancipation Day holiday on April 16, 2012, tax returns filed and payments mailed or submitted on April 17, 2012, will be considered timely.

The tirst taxable year of an LLC begins when the LLC flies its articles of organization with the SOS, The first taxable year of a foreign LLC begins when the LLC is organized in another state.

If the 15th day of the 4th month of an existing foreign LLC's taxable year has passed before the foreign LLC commences business in California or registers with the SOS, the annual LLC tax should be paid immediately after commencing business or registering with the SOS.

Example: LLC1, a newly-formed calendar year taxpayer, organizes as an LLC in Delaware on June 1, 2012. LLC1 registers with the SOS on August 13, 2012, and begins doing business in California on August 14, 2012. Because LLC1's initial taxable year begins on June 1, 2012, the annual LLC tax is due by September 17, 2012 (the 15th day of the 4th month of the short-period taxable

year). LLC1's short-period (June 1, 2012-December 31, 2012) tax return is due by April 15, 2013. The annual tax payment for laxable year 2013, with form FTB 3522 also is due by April 15, 2013.

#### How to Complete Form FTB 3522

Enter all the information requested using black or blue ink. To ensure the timely and proper application of the payment to the LLC's account, enter the SOS file number (assigned upon registration with the SOS), and the federal employer identification number (FEIN).

Series LLC - After the name for each series, write "Series LLC # ____ " In addition, write "Series LLC" in red in the top right margin of the voucher. Only the first series to pay tax or file a return may use an SOS tile number. For all other series, enter zeroes in the SOS file number field. We will notify each series of its assigned number after we receive its initial payment voucher. The series LLC should use this assigned number for subsequent years. See FTB Pub. 3556, Limited Liability Company Filing Information, for more information.

#### Private Mail Box (PM8)

include the PMB in the address field. Write "PMB" first, then the box number. Example: 111 Main Street PMB 123.

#### Where to File

Using black or blue ink, make a check or money order payable to the "Franchise Tax Board." Write the SOS file number, FEIN, and "2012 FT8 3522" on the check or money order. Detach the payment youcher from the bottom of the page. Enclose, but do not staple, your payment with the voucher and mail to:

FRANCHISE TAX BOARD

PO BOX 942857 SACRAMENTO CA 94257-0631

Make all checks or money orders payable in U.S. dollars and drawn against a U.S. financial institution. If no payment is due or paid electronically, do not mail this wougher.

#### Penalties and Interest

If the LLC fails to pay its annual tax by the 15th day of the 4th menth after the beginning of the taxable year, a late payment penalty plus interest will be assessed for failure to pay the annual LLC tax by the due date. The FT8 may waive the late penalty, based on reasonable cause, where the greater of the annual tax or 90% of the tax shown on the return is paid by the original due date of the return. The penalty and interest will be computed from the due date of the tax to the date of payment.

#### Late Payment of Prior Year Annual LLC Tax

If a prior year LLC tax of \$300 was not paid by the 15th day of the 4th month after the beginning of the taxable year, the tax should be paid as soon as possible, using the appropriate taxable year form FTB 3522. Do not use any other form for payment of the tax. This will assure proper application of the payment to the LLC's account.

DETACH HERE ______ IF NO PAYMENT IS DUE OR PAID ELECTRONICALLY, DO NOT MAIL THIS VOUCHER ______ DETACH HERE SET THE AND PROVIDE AND APRIL 17, 2012.

TAXABLE YEAR

CALIFORNIA FORM

## 2012 LLC Tax Voucher

3522

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#### FITZGERALD ABBOTT & BEARDSLEY LLP

GENERAL ACCOUNT 1221 BROADWAY 21ST FLOOR OAKLAND, CA 94612



22987

90-203/1211

Eight Hundred and No/100 Dollars-

PAY TO THE ORDER OF

DATE

CONTROL NO.

AMOUNT

10/26/2012

22987

\$800.00

Franchise Tax Board

TWO GIGNATURES REQUIRED IF ONER \$5,000.00
VOID AFTER 6 MONTHS

EIN 46-0855646

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